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*Proposed Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**NOTICE OF FILING OF AMENDED PROPOSED ORDER UNDER  
11 U.S.C. §§ 105(a), 365(a), AND 554(a), FED. R. BANKR. P. 6006 AND 9014  
AND LOCAL BANKRUPTCY RULE 6006-1 AUTHORIZING REJECTION OF  
UNEXPIRED LEASE AND ABANDONMENT OF PERSONAL PROPERTY**

**PLEASE TAKE NOTICE** that the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”)<sup>1</sup> file the amended proposed *Order Under 11 U.S.C. §§ 105(a), 365(a) and 554(a), Fed. R. Bankr. P. 6006 and 9014 and Local Bankruptcy Rule 6006-1 Authorizing Rejection of Unexpired Lease and Abandonment of Personal Property* (the “Proposed Order”),<sup>2</sup> annexed hereto as Exhibit 1.

<sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Motions (the “Whitlinger Affidavit”) [Docket No. 6].

<sup>2</sup> On February 28, 2013, the Debtors’ filed the *Motion for Order Under 11 U.S.C. §§ 105(a), 365(a) and 554(a), Fed. R. Bankr. P. 6006 and 9014 and Local Bankruptcy Rule 6006-1 Authorizing Rejection of Unexpired Lease and*

**PLEASE TAKE FURTHER NOTICE THAT** a copy of the Motion and Proposed Order may be obtained via PACER at <http://www.nysb.uscourts.gov> or from the Debtors' restructuring website at [www.kccllc.net/rescap](http://www.kccllc.net/rescap).

Dated: March 19, 2013  
New York, New York

/s/ Lorenzo Marinuzzi  
\_\_\_\_\_  
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*Proposed Counsel for the Debtors and  
Debtors in Possession*

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*Abandonment of Personal Property* [Docket No. 3071] (the "Motion"). Attached to the Motion was a proposed order approving the relief requested in the Motion (the "Original Order"). The Debtors have amended the Original Order, and the changes are reflected in the Proposed Order. An electronic comparison of the Proposed Order to the Original Order is annexed hereto as Exhibit 2.

**EXHIBIT 1**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**ORDER UNDER 11 U.S.C. §§ 105(a), 365(a), AND 554(a), FED. R.  
BANKR. P. 6006 AND 9014 AND LOCAL BANKRUPTCY RULE 6006-1  
AUTHORIZING REJECTION OF UNEXPIRED LEASE AND  
ABANDONMENT OF PERSONAL PROPERTY**

Upon the motion (the “Motion”) of the Debtors<sup>1</sup> for entry of an order (the “Order”), pursuant to sections 105(a), 365(a), and 554(a) of title 11 of the United States Code, as amended (the “Bankruptcy Code”) and rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the rejection of the unexpired lease set forth on Exhibit 1<sup>2</sup> annexed hereto (including any amendments, modifications, guaranties, supplements, restatements, or other agreements related thereto, and without regard to whether such agreement, instrument or other document is listed on Exhibit 1, the “Rejected Lease”), as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and the Declaration of Erik Ferguson, Senior Vice President of Business Excellence at GMAC

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

<sup>2</sup> The inclusion of a contract on Exhibit 1 does not serve as an admission by the Debtors that such contract is executory.

Mortgage, LLC in support of the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND, DETERMINED, AND ORDERED THAT:

1. The Motion is GRANTED.
2. The time by which the Debtors may assume or reject the Rejected Lease is extended to and including April 30, 2013.
3. Pursuant to Section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors' rejection of the Rejected Lease identified on Exhibit 1 annexed hereto is approved, effective as of the Rejection Date.
4. Liberty Property Limited Partnership has waived any rejection damages claims it may have against the Debtors.
5. Pursuant to Section 554(a) of the Bankruptcy Code, the Debtors are authorized to abandon the Abandoned Property as of the Rejection Date.
6. The Amendment annexed as Exhibit 4 to the Motion is approved.
7. The Debtors are hereby authorized to execute and deliver all instruments and documents, and take all other actions, as may be necessary or appropriate to implement and effectuate the relief granted in this Order.

8. Entry of this Order is without prejudice to the rights of the Debtors, including, but not limited to, the right to seek further, other, or different relief regarding the Debtors' executory contracts and unexpired leases pursuant to, among other things, section 365 of the Bankruptcy Code.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2013

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1 to the Order**

**Rejected Lease**

	<b>Debtor</b>	<b>Contract/Lease Counterparty (Name/Address)</b>	<b>Description of Contract/Lease</b>	<b>Effective Date of Rejection</b>
1	GMAC Mortgage, LLC	Liberty Property Limited Partnership 5 Walnut Grove Drive, Suite 200 Horsham, PA 19044 Attn: Vice President/ City Manager	Lease Agreement, dated as of January 31, 2006, as amended, relating to property located at 1100 Virginia Drive Fort Washington, PA 19034--3200	April 30, 2013

**EXHIBIT 2**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**ORDER UNDER 11 U.S.C. §§ 105(a), 365(a), AND 554(a), FED. R. BANKR. P. 6006 AND  
9014 AND LOCAL BANKRUPTCY RULE 6006-1 AUTHORIZING REJECTION OF  
UNEXPIRED LEASE AND ABANDONMENT OF PERSONAL PROPERTY**

Upon the motion (the “Motion”) of the Debtors<sup>1</sup> for entry of an order (the “Order”), pursuant to sections 105(a), 365(a), and 554(a) of title 11 of the United States Code, as amended (the “Bankruptcy Code”) and rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the rejection of the unexpired lease set forth on Exhibit 1<sup>2</sup> annexed hereto (including any amendments, modifications, guaranties, supplements, restatements, or other agreements related thereto, and without regard to whether such agreement, instrument or other document is listed on Exhibit 1, the “Rejected Lease”), as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and the Declaration of Erik Ferguson, Senior Vice President of Business Excellence at GMAC Mortgage, LLC in support of the Motion; and the Court having determined that the relief requested in the Motion is in the best

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

<sup>2</sup> The inclusion of a contract on Exhibit 1 does not serve as an admission by the Debtors that such contract is executory.

interests of the Debtors, their estates, their creditors, and all parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND, DETERMINED, AND ORDERED THAT:

1. The Motion is GRANTED.
2. The time by which the Debtors may assume or reject the Rejected Lease is extended to and including April 30, 2013.
3. Pursuant to Section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors' rejection of the Rejected Lease identified on Exhibit 1 annexed hereto is approved, effective as of the Rejection Date.

4. Liberty Property Limited Partnership has waived any rejection damages claims it may have against the Debtors.

5. ~~4.~~ Pursuant to Section 554(a) of the Bankruptcy Code, the Debtors are authorized to abandon the Abandoned Property as of the Rejection Date.

6. ~~5.~~ The Amendment annexed as Exhibit 4 to the Motion is approved.

7. ~~6.~~ The Debtors are hereby authorized to execute and deliver all instruments and documents, and take all other actions, as may be necessary or appropriate to implement and effectuate the relief granted in this Order.

8. ~~7.~~ Entry of this Order is without prejudice to the rights of the Debtors, including, but not limited to, the right to seek further, other, or different relief regarding the Debtors' executory contracts and unexpired leases pursuant to, among other things, section 365 of the Bankruptcy Code.

9. ~~8.~~ This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2013

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

REJECTED LEASE

	<b>Debtor</b>	<b>Contract/Lease Counterparty (Name/Address)</b>	<b>Description of Contract/Lease</b>	<b>Effective Date of Rejection</b>
1	GMAC Mortgage, LLC	Liberty Property Limited Partnership 5 Walnut Grove Drive, Suite 200 Horsham, PA 19044 Attn: Vice President/ City Manager	Lease Agreement, dated as of January 31, 2006, as amended, relating to property located at 1100 Virginia Drive Fort Washington, PA 19034--3200	April 30, 2013

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